

**IN THE UNITED STATES DISTRICT COURT FOR THE
WESTERN DISTRICT OF OKLAHOMA**

**Luisa Todini, an individual citizen of
Rome, Italy,**

Plaintiff,

v.

**Victoria Time Corporation, a Texas
corporation,**

Defendant.

CIV-20-151-D
Case No. _____

**COMPLAINT FOR RECOGNITION AND ENFORCEMENT
OF FOREIGN ARBITRAL AWARD**

The plaintiff, Luisa Todini (“Todini”), requests that this Court, pursuant to the United Nations Convention on the Recognition and Enforcement of Foreign Arbitral Awards of June 10, 1958 (“the Convention”) and the Federal Arbitration Act, 9 U.S.C. §§ 201, *et seq.* (“FAA”), recognize the foreign arbitral award entered in favor of Todini and against the defendant, Victoria Time Corporation (“VTC”) on June 11, 2019, and enter judgment in her favor confirming the award. In support of her complaint, Todini states as follows:

The Parties

1. Todini is a citizen of Italy, residing at Via delle Tre Madonne 18, Rome (RM), Italy.

2. On information and belief, VTC is a Texas corporation licensed to do business in Oklahoma, with its principal place of business, according to records filed with the Oklahoma Secretary of State, located at 5600 N. May Avenue, Suite 137, Oklahoma

City, Oklahoma 73112. In the June 11, 2019 arbitral award at issue in this case, VTC's business address is stated to be 2806 Broce Dr., Norman, Oklahoma 73072.

Jurisdiction and Venue

3. Pursuant to FAA § 203, an action to recognize and enforce a foreign arbitral award is deemed to arise under the treaties and laws of the United states, and is an action over which this Court has original jurisdiction under 28 U.S.C. § 1331.

4. Venue is proper in this district as provided in FAA § 204 because at the time the dispute arose between the parties, the controversy between them, save for the arbitration agreement, could have been brought in this district.

The Background Facts

5. On June 20, 2011, VTC formed Loda Okla, LLC ("the Company") for the purpose of developing, along with others, certain oil and gas properties in the State of Oklahoma.

6. On July 28, 2011, Todini became a member of the Company by investing \$1,500,000 USD pursuant to a Subscription Agreement. Her investment entitled her to receive Put Option Units equal to 7.5% of the capital of the Company.

7. On November 29, 2011, Todini and VTC executed a Put Option Agreement ("the Put Option") by which the parties agreed that any time during an approximately five-year period, Todini was permitted, but not obligated, to sell all of her Put Option Units in the Company to VTC; and if Todini exercised her Put Option, VTC was obligated to purchase those Put Option Units under terms specified in the Put Option Agreement.

8. On February 10, 2016, Todini notified VTC that she was exercising her Put

Option, with an anticipated closing date of March 1, 2016. A dispute arose between the parties, however, regarding the calculation of the value of Todini's investment set out in a formula in ¶2.4.1 of the Put Option Agreement.

9. Todini filed a request for arbitration pursuant to ¶5.2 of the Put Option Agreement on September 6, 2017. In accordance with the Put Option Agreement, the dispute was submitted to three arbitrators under the Rules of the Camera Arbitrale Nazionale Internazionale di Milano. On June 11, 2019, after considering the submissions of the parties and conducting several hearings, the arbitrators issued their Arbitration Award ("the Award"). The Award, in its original Italian, is attached as Exhibit 1. An English translation, with certifications of its accuracy, is attached as Exhibit 2.

10. The arbitrators determined that the Put Option Agreement and its arbitration clause were valid and enforceable, and they awarded Todini the sum of \$1,758,041.10 USD, plus interest at the rate established in ¶2.4.1 of the Put Option Agreement from March 1, 2016 until the date of payment.

Relief Requested

11. Todini is entitled to the judgment of this Court, and therefore requests that judgment be entered in her favor and against VTC pursuant to the Convention and the FAA, for the amount of the Award granted in arbitration, *i.e.*, the sum of \$1,758,041.10 USD, plus interest at the rate established in ¶2.4.1 of the Put Option Agreement.

12. Todini also requests such other and further relief, including attorneys' fees and costs, to which she may be entitled.

Dated: February 21, 2020

Respectfully submitted,

**HALL, ESTILL, HARDWICK,
GABLE, GOLDEN & NELSON, P.C.**

By: *s/Robert D. Nelon*

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